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Attorneys for the Indenture Trustee

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MONTANA**

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| In re | |
| SOUTHERN MONTANA ELECTRIC GENERATION AND TRANSMISSION COOPERATIVE, INC., | Case No. 11-62031 |
| Debtor. | Hearing Date: December 10, 2013 Hearing Time: 1:30 p.m. Hearing Location: Fifth Floor Courtroom Federal Courthouse 2601 2nd Avenue N Billings, Montana |

**JOINDER TO NOTEHOLDERS' OBJECTION TO THE
FIRST AMENDED DISCLOSURE STATEMENT FOR MEMBER COOPERATIVES' PLAN OF LIQUIDATION FOR
SOUTHERN MONTANA ELECTRIC GENERATION AND TRANSMISSION COOPERATIVE, INC.**

U.S. Bank National Association, as indenture trustee under the Indenture of Mortgage, Security Agreement and Financing Statement dated as of February 26, 2010, hereby joins and incorporates by this reference the objection [Doc. No. 1167] of The Prudential Insurance Company of America, Universal

Prudential Arizona Reinsurance Company, Prudential Investment Management, Inc. as successor-in-interest to Forethought Life Insurance Company and Modern Woodmen of America to the *First Amended Disclosure Statement for Member Cooperatives' Plan of Liquidation for Southern Montana Electric Generation and Transmission Cooperative, Inc.* [Doc. No. 1107].

Respectfully submitted this 2nd day of December, 2013.

SHEPPARD MULLIN RICHTER & HAMPTON LLP

By: /s/ Kyle J. Mathews

KYLE J. MATHEWS

Attorneys for the Indenture Trustee

JARDINE, STEPHENSON, BLEWETT, WEAVER, P.C.

By: /s/ Joshua I. Campbell

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